

McGLINCHEY STAFFORD
LAW OFFICES
A PROFESSIONAL LIMITED LIABILITY COMPANY

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DIRECT DIAL:

March 25, 1998

RECORDATION NO. **17520-BBB, CCC** FILED

MAR 26 '98 1-30PM

Secretary
Surface Transportation Board
1925 K Street N.W., Room 704
Washington, D.C. 20036
Attn: Recordation

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 8, Fourteenth Supplement)

RECORDATION NO. **17520-DDD, EEE** FILED
MAR 26 '98 1-30PM

Dear Madam:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Fourteenth Supplement to Equipment Trust Agreement, a primary document, dated as of March 23, 1998, between Trinity Industries Leasing Company and The Bank of New York, as Trustee;
2. Two (2) executed originals of an Assignment, a primary document, dated March 23, 1998, between Trinity Industries Leasing company ("Assignor") and The Bank of New York, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 23, 1998, between Trinity Industries Leasing Company ("Seller") and The Bank of New York, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 23, 1998 between The Bank of New York, as Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Fourteenth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of September 9, 1991 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520 on September 10, 1991, along with an Assignment and Bill of Sale under Recordation Nos. 17520-A and 17520-B, respectively; the First Supplement to Equipment Trust Agreement dated as of December 10, 1991 between Trinity

Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-E on December 11, 1991, along with an Assignment and Bill of Sale under Recordation Nos. 17520-C and 17520-D, respectively; the Second Supplement to Equipment Trust Agreement dated as of February 11, 1993 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-F on February 16, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 17520-G and 17520-H, respectively; the Third Supplement to Equipment Trust Agreement dated as of August 30, 1993, between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-J on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 17520-K and 17520-L; the Fourth Supplement to Equipment Trust Agreement dated as of February 16, 1994 between Trinity Industries Leasing Company and the Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-N on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 17520-O and 17520-P; the Fifth Supplement to Equipment Trust Agreement dated as of September 22, 1994, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-R on September 28, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 17520-S and 17520-T; the Sixth Supplement to Equipment Trust Agreement dated as of September 20, 1995, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-V on September 22, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 17520-W and 17520-X; the Seventh Supplement to Equipment Trust Agreement dated as of December 21, 1995, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-Z on December 26, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 17520-AA and 17520-BB; the Eighth Supplement to Equipment Trust Agreement dated as of February 16, 1996, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-DD on February 23, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 17520-EE and 17520-FF; the Ninth Supplement to Equipment Trust Agreement dated as of April 19, 1996, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-HH on April 24, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 17520-II and 17520-JJ; the Tenth Supplement to Equipment Trust Agreement dated as of December 5, 1996, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-LL on December 19, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 17520-MM and 17520-NN; the Eleventh Supplement to Equipment Trust Agreement dated as of January 21, 1997, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-PP on January 24, 1997, along with an Assignment and Bill of Sale under Recordation Nos. 17520-QQ and 17520-RR; the Twelfth Supplement to Equipment Trust Agreement dated as of July 7, 1997, between the Company and The Bank of

New York which was filed and recorded under Recordation No. 17520-TT on July 11, 1997, along with an Assignment and Bill of Sale under Recordation Nos. 17520-UU and 17520-VV; and the Thirteenth Supplement to Equipment Trust Agreement dated as of December 19, 1997, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-XX on December 31, 1997, along with an Assignment and Bill of Sale under Recordation Nos. 17520-YY and 17520-ZZ.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to the railcars and the leases thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to Trinity Industries Leasing Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of The Bank of New York, the Trustee is 101 Barclay Street, 21st Floor, New York, New York 10007.

The railroad equipment covered by the Fourteenth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$96.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Fourteenth Supplement to Equipment Trust Agreement).

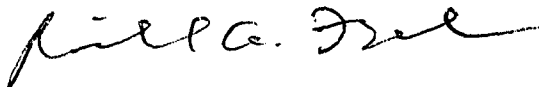
You are hereby authorized to deliver any unneeded copies of the Fourteenth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Fourteenth Supplement to Equipment Trust Agreement, a primary document, dated as of March 23, 1998, between Trinity Industries Leasing Company (as vendor and lessee), and The Bank of New York, as Trustee, and covering various railroad cars, and (ii) Assignment, a primary document, dated March 23, 1998, between Trinity Industries Leasing Company (as Assignor), and The Bank of New York, as Trustee, and covering various railroad cars.

- (b) Secondary Documents. Bill of Sale, a secondary document, dated March 23, 1998, between Trinity Industries Leasing Company (as Seller), and The Bank of New York, as Trustee (as Buyer), and covering various railroad cars, and connected to the Fourteenth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated March 23, 1998, between The Bank of New York, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of September 9, 1991 referred to above.

Very truly yours,

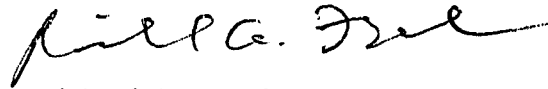


Richard A. Fogel

Enclosures

- (b) Secondary Documents. Bill of Sale, a secondary document, dated March 23, 1998, between Trinity Industries Leasing Company (as Seller), and The Bank of New York, as Trustee (as Buyer), and covering various railroad cars, and connected to the Fourteenth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated March 23, 1998, between The Bank of New York, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of September 9, 1991 referred to above.

Very truly yours,



Richard A. Fogel

Enclosures

RECORDATION NO. 17520-DDD

FILED

TRINITY INDUSTRIES LEASING COMPANY

(Series 8-14)

MAR 26 '98

1-30PM

Equipment Trust

Bill of Sale

THIS AGREEMENT, dated the 23rd day of March, 1998, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and The Bank of New York, a New York banking corporation, as Trustee (hereinafter called "Buyer"), as contemplated by the Fourteenth Supplement to Equipment Trust Agreement dated as of March 23, 1998, supplementing and amending the Equipment Trust Agreement dated as of September 9, 1991 (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The railroad cars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

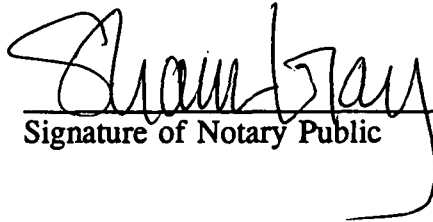
By: Neil O. Shoop
Neil O. Shoop
Treasurer

ATTEST:

[Signature]
Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 23rd day of March, 1998, before me, personally appeared Neil O. Shoop, to me personally known, who being by me duly sworn, says that he is the Treasurer of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Signature of Notary Public



My Commission expires:

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated January 1, 1997, between Trinity Industries Leasing Company and Montell North America covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
12	6,221 cu. ft. Lo Covered Hopper Cars	MLLX 97579-97590

2. Railroad Car Lease Agreement, dated August 3, 1995, between Trinity Industries Leasing Company and PCS Nitrogen (Arcadian Fertilizer, LP) covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
40	33,687 gal. 112J340W Tank Cars	TILX 301275-301314

3. Railroad Car Lease Agreement, dated January 22, 1997, between Trinity Industries Leasing Company and PCS Phosphate Company, Inc. covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
74	33,687 Gal. 112J340W Tank Cars	TILX 301201-301274

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
12 Hopper Cars	Lo	6,221 cu. ft.	MLLX 97579-97590	03/97
40 Tank Cars	112J340W	33,687 gal.	TILX 301275-301314	01/98
74 Tank Cars	112J340W	33,687 gal.	TILX 301201-301274	12/97